

**CURTIS, MALLET-PREVOST,
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*Conflicts Counsel for the Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | |
|---|--------------------------|
| -----X | |
| In re: | : Chapter 11 |
| | : |
| RESIDENTIAL CAPITAL, LLC, <u>et al.</u> , | : Case No. 12-12020 (MG) |
| | : |
| Debtors. | : Jointly Administered |
| -----X | |

**FIRST SUPPLEMENTAL DECLARATION OF STEVEN J.
REISMAN ON BEHALF OF CURTIS, MALLET-PREVOST, COLT &
MOSLE LLP PURSUANT TO RULES 2014(a) AND 2016(b) OF
THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

I, Steven J. Reisman, pursuant to 28 U.S.C. § 1746, hereby declare under the penalty of perjury that the following is true and correct to the best of my knowledge, information and belief:

1. I am an attorney duly admitted to practice before this Court. I am a member of the law firm of Curtis, Mallet-Prevost, Colt & Mosle LLP ("CMP"). CMP is a multi-national law firm with principal offices located at 101 Park Avenue, New York, New York 10178-0061. CMP maintains regional offices in Washington, D.C.; Stamford, Connecticut; Houston, Texas; Paris, France; London, England; Frankfurt, Germany; Milan, Italy; Mexico City, Mexico; Muscat, Sultanate of Oman; Istanbul, Turkey; Almaty, Kazakhstan; Astana, Kazakhstan; Dubai,

United Arab Emirates; Kuwait City, Kuwait; Ashgabat, Turkmenistan; and Buenos Aires, Argentina.

2. I submit this declaration (the “Supplemental Declaration”) to supplement my declaration on behalf of CMP, sworn to on June 27, 2012 (the “Original Declaration”), in support of the application (the “Application”) of the debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases (collectively, the “Chapter 11 Cases”), pursuant to section 327(a) of title 11 of the United States Code, as amended (the “Bankruptcy Code”), and to provide the disclosures required under Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

3. On July 16, 2012, this Court entered an order approving the Application and the Debtors’ retention and employment of Curtis as conflicts counsel to the Debtors on a final basis [Docket No. 781].

4. To the best of my knowledge, after due inquiry, and except as set forth herein, neither I, CMP, nor any member of, counsel to or associate of CMP represents any creditor, party in interest or entities other than the Debtors in connection with the Chapter 11 Cases.

5. Unless otherwise stated in this Supplemental Declaration or in the Original Declaration, I have personal knowledge of the facts set forth herein. CMP periodically reviews its files during the pendency of the Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. As additional information concerning the Debtors’ creditors and relationships that have material connections with the Debtors develops, CMP will file a further supplemental declaration with the Court. To the best of my knowledge, CMP has not represented and will not represent any parties other than the Debtors in these cases or in connection with any matters that would be adverse to the Debtors related to these cases in respect of the matters on which CMP is employed in the Chapter 11 Cases.

6. None of the relationships described in the Original Declaration are materially adverse to the interests of the Debtors' estates and none would conflict CMP from its present or any future matters for the Debtors in the Chapter 11 Cases.

**CURTIS' CONNECTIONS WITH PROFESSIONALS IN
THE CHAPTER 11 CASES**

7. Curtis has represented, currently represents, and may in the future represent, various entities or their affiliates in matters unrelated to the Chapter 11 Cases.

8. Subsequent to the submission of the Original Declaration, Curtis employed John T. Weber as a first year associate in its Restructuring and Insolvency Department. Mr. Weber is the son of Corinne Ball, a partner in the Business Restructuring & Reorganization Practice of Jones Day. In the Chapter 11 Cases, Jones Day represents Financial Guaranty Insurance Company, a party to litigation currently pending against the Debtors. However, Mr. Weber and Ms. Ball have not communicated regarding the Chapter 11 Cases to date and have each been advised to not communicate with the other regarding the Chapter 11 Cases.

9. Based upon the foregoing, I have determined that, Curtis does not hold or represent an interest that is adverse to the Debtors' estates, and that Curtis is a "disinterested person," as such term is defined in Section 101(14) of the Bankruptcy Code, as modified by Section 1107(b) of the Bankruptcy Code.

10. The foregoing constitutes the first supplemental declaration of CMP pursuant to Section 327 of the Bankruptcy Code and Bankruptcy Rule 2014(a).

[Remainder of page left intentionally blank.]

11. I certify that the foregoing statements are true and correct to the best of my knowledge, information and belief.

Dated: New York, New York
November 9, 2012

/s/ Steven J. Reisman
STEVEN J. REISMAN
A Member of the Firm

SWORN TO AND SUBSCRIBED
before me this 9th day of November 2012

/s/ Beth Forman
Notary Public

BETH FORMAN
Notary Public, State of New York
NO. 01FO6095302
Qualified in New York County
Commission Expires July 7, 2015